

FOI 000002139

TO: Registration Section
Division of Corporations

SUBJECT: FRX SOFTWARE CORPORATION
(Name of corporation - must include suffix)

200003767552--5
-02/26/01--01088--004
*****70.00 *****70.00

Dear Sir or Madam:

Abm-1150

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

W01-4556

CRAIG RUTHERFORD

(Name of Person)

FRX SOFTWARE CORPORATION

(Firm/Company)

4700 S. SYRACUSE ST. SUITE 700

(Address)

DENVER CO 80237

(City/State and Zip code)

200003767552--5
-04/23/01--01006--008
***1158.00

For further information concerning this matter, please call:

CRAIG RUTHERFORD

(Name of Person)

at (303) 723 7634

(Area Code & Daytime Telephone Number)

STREET ADDRESS:

Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 APR 19 PM 5:03

FILED

Enclosed is a check for the following amount:

☒ \$70.00 Filing Fee

☐ \$78.75 Filing Fee &
Certificate of Status

☐ \$78.75 Filing Fee &
Certificate of Status

☐ \$87.50 Filing Fee,
Certificate of Status &
Certificate of Status &
Certificate of Status

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APR 19 PM 5:03
TALLAHASSEE, FLORIDA

3/2 4/20



ACCOUNT NO. : 072100000032

REFERENCE : 118149 4354424

AUTHORIZATION :

COST LIMIT :

ORDER DATE : April 17, 2001

ORDER TIME : 10:25 AM

ORDER NO. : 118149-005

CUSTOMER NO: 4354424

CUSTOMER: Sandra L. Wainer, Legal Asst
Morrison & Foerster
370 17th St.
5200 Republic Plaza
Denver, CO 80202

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FOREIGN FILINGS

NAME: FRX SOFTWARE CORPORATION

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Norma Hull --- EXT# 1115

EXAMINER: _____

DARLENE WARD

RECEIVED
01 APR 19 11:11:29
DEPT. OF STATE
DIVISION OF REGISTRATIONS
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

February 28, 2001

CRAIG RUTHERFORD
4700 S. SYRACUSE ST., STE 700
DENVER, CO 80237

SUBJECT: FRX SOFTWARE CORPORATION
Ref. Number: W01000004556

01 APR 19 PM 5:03
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for FRX SOFTWARE CORPORATION and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

The registered agent must sign accepting the designation.

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report/uniform business report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report/uniform business report and penalty fees is \$1150.00.

Enclosed please find a copy of section 607.1501, 617.1501, or 608.502, Florida Statutes, which lists those activities that do not constitute transacting business in this state. If after reviewing this section you determine erroneous information was inserted on the application, a notarized affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business in Florida prior to the year the application was submitted did not constitute transacting business pursuant to section 607.1501, 617.1501 or 608.502, Florida Statutes.

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the

translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

If you have any questions concerning the filing of your document, please call (850) 487-6097.

Michael Mays
Document Specialist

Letter Number: 001A00012446

01
JAN 19 PM 5:03
FILED
TALLAHASSEE FLORIDA
SECRETARY OF STATE



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

April 20, 2001

NORMA HULL
CSC
TALLAHASSEE, FL

SUBJECT: FRX SOFTWARE CORPORATION
Ref. Number: W01000004556

FILED
01 APR 19 PM 5:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

3/17/00

We have received your document for FRX SOFTWARE CORPORATION and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being retained for the following:

On February 26, 2001, we received a foreign qualification for FRX SOFTWARE CORPORATION. It was mailed to the Division of Corporations directly from their Denver office.

The application stated that the corporation began transacting business in Florida in 2000. We informed them that if that was the case penalty fees would be due.

And that would still be the case if the corporation actually began transacting business in Florida in 2000.

The application I received from CSC yesterday lists "UPON QUALIFICATION" as the date of first business in Florida.

If it is the case that a mistake was made on the first application, we need to ask you to please send us an AFFIDAVIT signed by a corporate officer stating that a mistake was made and that FRX SOFTWARE CORPORATION did not begin transacting business in Florida in 2000, or whatever was the case. We realize that this corporation has been in a lot of merger activity, and perhaps, there is some other explanation about who did what in 2000.

ALSO, please note that we are STILL RETAINING \$70.00 in filing fees that we received for this filing.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 701A00023356

TRANSFER OF BUSINESS OPERATIONS

FROM: FRx Software Corporation (FRx Old Company)
FEIN 84-1277044

TO: FRx Software Corporation (FRx New Company)
FEIN 84-1551592

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This will serve as notice of a transfer of the tangible property and business operations from FRx Software Corporation, FEIN 84-1277044 ("FRx Old Company") which was merged into a new company which took the same name, FRx Software Corporation, FEIN 84-1551592 ("FRx New Company") after the merger.

FRx Old Company was acquired and experienced an ownership change by way of a tax-free reorganization pursuant to Internal Revenue Code §§368(a)(1)(A) and 368(a)(2). At the close of business on March 19, 2000, FRx Old Company was merged into a newly created company called GPS Acquisition, Inc, which began operations on March 20, 2000. Subsequent to the date of the merger, the name of GPS Acquisition, Inc. was changed to FRx Software Corporation. Consequently, the assets, employees, and business operations which had been in the past those of FRx Software Corporation with the FEIN 84-1277044 were merged into a new company which took the name FRx Software Corporation and has a new FEIN 84-1551592. For federal tax purposes this type of merger is known as a forward triangular merger. The fiscal year-end for FRx New Company will be May 31.

Since the date of the merger, FRx New Company has continued to file all state and local tax returns under the identification or account numbers of FRx Old Company. FRx New Company will conduct business within the state and will continue to file state and local returns, as appropriate. We therefore attach the appropriate forms to obtain new state registrations for FRx New Company. FRx Old Company is filing final income tax returns for the period ending March 19, 2000, as appropriate.

We respectfully request that you revise your files as appropriate. Please direct all future correspondence to:

FRx Software Corporation
4700 S. Syracuse St., Suite 700
Denver, CO 80237
Attention: Craig Rutherford
Phone (303)723-7634

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA

1. FRx Software Corporation

(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware

(State or country under the law of which it is incorporated)

3. 84-1551592

(FEI number, if applicable)

4. 02/22/2000

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. March 17, 2000

(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 4700 S. Syracuse Pkwy #150, Denver, CO 80237

(Principal office address)

4700 S. Syracuse Pkwy #150, Denver, CO 80237

(Current mailing address)

8. Develop and sell software, consulting and training.

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida 32301

(City)

(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Corporation Service Company

[Signature]

(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

01 APR 19 PM 5:03
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Director:

~~Chairman~~ Douglas R. Herman

Address: One Lone Tree Road

Fargo, ND 58104-3911

Director:

~~Vice Chairman~~ Dave Edson

Address: One Lone Tree Road

Fargo, ND 58104-3911

Director:

Address:

Director:

Address:

B. OFFICERS

President: Jay Christopher Scherpenseel

Address: 7223 E. Hinsdale Place

Englewood, CO 80112

Vice President: Robert Charles Rohan

Address: 6616 E. Millstone Street

Highlands Ranch, CO 80126

Treasurer/Secretary: Craig Martin Rutherford

Address: 77 Nile Ct., Golden, CO 80401

Operations: ~~President~~ Connie Irene Marrs

Address: 10500 Wildlife Way, Littleton, CO 80125

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Craig M. Rutherford, Secretary

(Typed or printed name and capacity of person signing application)

01 APR 19 PM 5:03
 FILED
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

State of Delaware
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FRX SOFTWARE CORPORATION" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SEVENTEENTH DAY OF APRIL, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3180385 8300

AUTHENTICATION: 1083596

010184256

DATE: 04-17-01

01 APR 18 PM 8:08
FILED
TALLAHASSEE, FLORIDA
SECRETARY OF STATE